



MTN POSITION STATEMENT

Conflict of Interest

The issue

Managing potential, perceived or actual conflicts of interest is essential to reducing ethical risk and ensuring employees, directors and stakeholders are not placed in situations that compromise integrity. Conflicts of interest arise when an individual has a private or personal interest that may influence, or be perceived to influence, the objective exercise of their official duties at MTN.

If not identified, disclosed and managed, conflicts of interest can undermine trust, impair good judgement, compromise ethical conduct and damage MTN's reputation.

Linking the issue to our strategy

MTN's reputation is founded on integrity, trust and ethical conduct. MTN's Code of Ethics sets clear expectations for honesty, transparency and acting in the best interests of the organisation.

Avoiding conflicts of interest, and mitigating them where unavoidable, supports sound governance, responsible decision-making and compliance with ethical standards. MTN recognises that the effective management of conflicts of interest is fundamental to promoting ethical conduct, accountability and transparency across the Group.

MTN's conflict of interest management framework enables the identification, declaration and management of conflicts and supports fair human-resources practices by guarding against nepotism and favouritism.

Scope

This position statement applies to all individuals acting on behalf of MTN, including employees, directors and officers, whether permanent, temporary or on contract, as well as to interactions with third parties whose interests may give rise to actual, potential or perceived conflicts of interest. These commitments align with and support the MTN Group Code of Ethics and Conduct.

Our commitments

Direct operations

MTN commits to:

- Avoiding conflicts of interest wherever possible and mitigating them when they cannot be avoided.
- Requiring employees and directors exercise good judgement and act in the best interests of MTN in all interactions with stakeholders.
- Ensuring actual, potential or perceived conflicts of interest are identified and disclosed.
- Requiring disclosure of relevant personal or financial interests, relationships or arrangements that may conflict, or may be perceived to conflict, with MTN's interests.
- Managing conflicts of interest in a manner that supports ethical conduct, transparency and accountability.



Value chain

MTN commits to:

- Expecting contractors, affiliates, partners, consultants and service providers to uphold conflict-of-interest standards consistent with MTN's ethical expectations.
- Applying conflict-of-interest principles across interactions with external stakeholders to support transparency and protect the integrity of decision-making.

Accountability

- MTN maintains a conflict-of-interest management framework supported by an internal policy that sets out principles, responsibilities and requirements for identification, declaration and management of conflicts of interest across the Group.
- Oversight of conflicts of interest forms part of MTN's broader ethics and governance framework.
- MTN commits to the ongoing review and continuous improvement of its approach to managing conflicts of interest to maintain alignment with ethical standards, regulatory requirements and good governance practices.